



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|--------------------------------------|---|-------------------------------|
| In re: | § | Chapter 11 |
| FIELDWOOD ENERGY LLC, et al., | § | Case No. 20-33948 (MI) |
| Debtors² | § | (Jointly Administered) |
| | § | |

**ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF
WEIL, GOTSHAL AND MANGES LLP AS ATTORNEYS FOR
THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

Upon the application, dated August 24, 2020 (the “Application”),³ of Fieldwood Energy LLC and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1 (i) authorizing the Debtors to retain and employ Weil as attorneys for the Debtors, effective as of the Petition Date and (ii) granting related relief, as more fully set forth in the Application; and upon consideration of the Barr Declaration and the Dane Retention Declaration; and this Court being satisfied, based on the representations made in the Application and Barr Declaration, that Weil is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such term in the Application.

Bankruptcy Code, and that Weil represents no interest adverse to the Debtors' estates with respect to the matters upon which it is engaged; and this Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Application; and all objections, if any, to the Application having been withdrawn, resolved, or overruled; and this Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and it appearing that the relief requested in the Application is necessary for the Debtors' reorganization and in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Debtors are authorized, but not directed, pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Bankruptcy Local Rule 2014-1, to employ and retain Weil as their attorneys in these chapter 11 cases from the Petition Date under a general retainer in accordance with Weil's normal hourly rates and disbursement policies, all as set forth in the Application and modified by this Order.

2. Weil is authorized to render the following professional services:

- a. take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors are involved and the preparation of objections to claims filed against the Debtors' estates;

- b. prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports and other papers in connection with the administration of the Debtors' estates;
 - c. take all necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates;
 - d. if necessary, take all appropriate actions in connection with the sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
 - e. take all necessary actions to protect and preserve the value of the Debtors' estates; and
 - f. perform all other necessary legal services in connection with the prosecution of these chapter 11 cases; *provided, however,* that to the extent Weil determines that such services fall outside of the scope of services historically or generally performed by Weil as lead debtors' counsel in a bankruptcy case, Weil will file a supplemental declaration.
3. Weil shall be compensated in accordance with, and will file interim and final fee applications for allowance of its compensation and expenses and shall be subject to, sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, the Fee Guidelines and any other applicable procedures and orders of the Court. For billing purposes, Weil shall keep its time in one tenth (1/10) hour increments in accordance with the Fee Guidelines. Weil also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Fee Guidelines, both in connection with the Application and any interim and final fee applications to be filed by Weil in these chapter 11 cases. All billing records filed in support of fee applications will use an open and searchable LEDES or other electronic data format and will use the U.S. Trustee's standard project categories.
4. Weil shall be reimbursed for reasonable and necessary expenses as provided by the Fee Guidelines.

5. Weil shall use its best efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

6. Weil is authorized to apply the remaining amount of the Fee Advance to satisfy the payment of court approved postpetition fees and expenses; provided, however, that Weil is authorized without further order of the Court to reserve and apply amounts from the Fee Advance that would otherwise be applied toward payment of postpetition fees and expenses as necessary and appropriate to compensate and reimburse Weil for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practices.

7. Weil shall provide ten days' notice to the Debtors, the U.S. Trustee, and the attorneys for any statutory committee appointed in these chapter 11 cases of any increase in Weil's hourly rates as set forth in the Barr Declaration. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

8. Notwithstanding anything to the contrary in the Application, the Barr Declaration, or the Engagement Agreement, Weil shall not be entitled to reimbursement for fees and expenses in connection with the defense of any objection to its fees, without further order of the Court.

9. Weil shall not charge a markup with respect to fees billed by contract attorneys who are hired by Weil to provide services, and any such contract attorneys shall be subject to conflicts checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

10. To the extent the Application, the Barr Declaration, or the Engagement Agreement is inconsistent with this Order, the terms of this Order shall govern.

11. The Debtors are authorized to take all actions necessary or appropriate to carry out the relief granted in this Order.

12. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Signed: September 16, 2020



Marvin Isgur
United States Bankruptcy Judge

United States Bankruptcy Court
Southern District of Texas

In re:
 Fieldwood Energy LLC
 Dynamic Offshore Resources NS, LLC
 Debtors

Case No. 20-33948-mi
 Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4

User: TylerLaws
 Form ID: pdf002

Page 1 of 3
 Total Noticed: 68

Date Rcvd: Sep 16, 2020

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Sep 18, 2020.

db +Bandon Oil and Gas GP, LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Bandon Oil and Gas, LP, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Dynamic Offshore Resources NS, LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +FW GOM Pipeline, Inc., 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Fieldwood Energy Inc., 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Fieldwood Energy LLC, 2000 W. Sam Houston Pkwy. S., Suite 1200, Houston, TX 77042-3623
 db +Fieldwood Energy Offshore LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Fieldwood Energy SP LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Fieldwood Offshore LLC, 2000 W. Sam Houston Pkwy. S., Suite 1200, Houston, TX 77042-3623
 db +Fieldwood Onshore LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Fieldwood SD Offshore LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +GOM Shelf LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Galveston Bay Pipeline LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 db +Galveston Bay Processing LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
 aty +Clark Hill Strasburger, Attn: Duane J. Brescia, 720 Brazos, Suite 700, Austin, TX 78701-2531
 aty +Donna T Parkinson, Parkinson Phinney, 3600 American River Dr, Suite 145, Sacramento, CA 95864-5960
 aty +Emile Joseph, Jr., Allen & Gooch, P O Box 81129, Lafayette, LA 70598-1129
 aty +Petro Amigos Supply, Inc., c/o Wayne Kitchens, Total Plaza, 1201 Louisiana, 28th Floor, Houston, TX 77002-5607
 aty +Ronald Savoie, Jackson & Jackson, P.L.C., 111 Founders Drive, Suite 400, Baton Rouge, LA 70810-8959
 cr +A2D TECHNOLOGIES, INC. D/B/A TGS GEOLOGICAL PRODUC, c/o Andrew A Braun, Gieger Laborde & Laperouse, LLC, Suite 4800, 701 Poydras Street, New Orleans, LA 70139, US 70139-7756
 cr +Aker Solutions Inc., Bruce J. Ruzinsky, 1401 McKinney Street, Suite 1900, Houston, TX 77010-4037
 intp +Apache Corporation, Hunton Andrews Kurth LLP, Attn: Robin Russell, 600 Travis Street, Suite 4200, Houston, TX 77002-2929
 cr +Archrock Services, LP, 16666 North Chase Dr., Houston, TX 77060-6014
 cr +Aspen American Insurance Company, c/o Randall A. Rios, Husch Blackwell LLP, 600 Travis Street, Suite 2350, Houston, TX 77002-2629
 cr +Bedrock Petroleum Consultants, LLC, c/o Bradley, Attn: James B. Bailey, 1819 Fifth Avenue North, Birmingham, AL 35203-2120
 cr +Broussard Brothers, Inc., 501 S. Main St., Abbeville, LA 70510, US 70510-6508
 cr +C-Dive, L.L.C., c/o Leann O. Moses, 1100 Poydras Street, Suite 3100, New Orleans, LA 70163-1102
 cr +CETCO Energy Services Company, LLC, c/o The Derbes Law Firm, LLC, 3027 Ridgelake Dr., Metairie, LA 70002-4924
 cr +DLS, LLC, P.O. Box 309, Lydia, LA 70569-0309
 cr +DeepSea Quality Consulting, Inc., c/o Ben L. Aderholt, Coats Rose, P.C., 9 Greenway, Suite 1000, Houston, TX 77046-0900
 cr +Discovery Gas Transmission LLC, c/o Steven W. Soule, Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705
 cr +Diversified Well Logging, LLC, C/O Dore Rothberg McKay, PC, 17171 Park Row, Suite 160, Houston, TX 77084-4927
 cr +Everest Reinsurance Company, c/o Randall A. Rios, Husch Blackwell LLP, 600 Travis Street, Suite 2350, Houston, TX 77002-2629
 cr Gibson Applied Technology & Engineering, 1630 Park Ten Place, Suite 206, Houston, TX 77084
 cr +Gulfstar One LLC, c/o Steven W. Soule, Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705
 intp +Helis Oil & Gas Company, LLC, c/o J. David Forsyth, 400 Poydras Street, Suite 2550, New Orleans, LA 70130-3292
 cr +JX Nippon Oil Exploration (U.S.A.) Limited, c/o GIEGER, LABORDE & LAPEROUSE, L.L.C., 5151 SAN FELIPE, SUITE 750, Houston, TX 77056-3646
 cr +Lexon Insurance Company and Endurance American Ins, Harris Beach PLLC, c/o Lee E. Woodard, Esq., 333 West Washing St., Ste. 200, Syracuse, NY 13202-5202
 cr +Martin Energy Services LLC, c/o Robert P. Franke, Clark Hill Strasburger, 901 Main St., Suite 6000, Dallas, TX 75202-3748
 cr +Milorad Raicevic, 3701 Kirby Drive, Suite 1000, Houston, TX 77098-3928
 op +Prime Clerk LLC, One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, NY 10165-1446
 intp Railroad Commission of Texas, c/o Office of the Attorney General, Bankruptcy & Collections Division, P. O. Box 12548, Austin, TX 78711-2548
 cr +Red Willow Offshore, LLC, c/o Barnet B. Skelton, Jr., 815 Walker, Suite 1502, Houston, TX 77002-5832
 cr +Regis Southern, c/o Reese Baker, 950 Echo Lane Ste 300, Houston, TX 77024-2824
 cr +SBM Gulf Production LLC, c/o Ken Green, Snow Spence Green LLP, P O Box 549, Hockley, TX 77447-0549

District/off: 0541-4

User: TylerLaws
Form ID: pdf002Page 2 of 3
Total Noticed: 68

Date Rcvd: Sep 16, 2020

cr +Seitel Data, Ltd., c/o Duane J. Brescia, Clark Hill Strasburger, 720 Brazos, Suite 700,
 Austin, TX 78701-2531
 cr +Sheldon Independent School District, c/o Owen M. Sonk, PBFCM, LLP,
 1235 N. Loop W., Suite 600, Houston, TX 77008-1772
 cr +Sheldon Independent School District, et al., c/o Owen M. Sonik, PBFCM, LLP,
 1235 N. Loop W., Ste 600, Houston, TX 77008-1772
 intp +TC Oil Louisiana, LLC, c/o Wick Phillips Attn: Jason Rudd, 3131 McKinney Ave., Suite 100,
 Dallas, TX 75204-2430
 cr +TGS AP Investments AS, c/o Andrew A Braun, Geiger Laborde & Laperouse, LLC,
 Suite 4800, 701 Poydras Street, New Orleans, LA 70139-7756
 cr +TGS-NOPEC Geophysical Company, c/o Andrew A Braun, Geiger, Laborde & Laperouse, LLC,
 Suite 4800, 701 Poydras St., New Orleans, LA 70139, US 70139-7756
 cr +TGS-NOPEC Geophysical Company ASA, c/o Andrew A Braun, Geiger Laborde & Laperouse, LLC,
 Suite 4800, 701 Poydras Street, New Orleans, LA 70139, US 70139-7756
 intp +Tana Exploration Company, LLC, c/o Wick Phillips Attn: Jason Rudd,
 3131 McKinney Ave., Suite 100, Dallas, TX 75204-2430
 cr +Tetra Applied Technologies, Inc., c/o Zachary S. McKay, Dore Rothberg McKay, P.C.,
 17171 Park Row, Suite 160, Houston, TX 77084-4927
 cr +Transcontinental Gas Pipe Line Company, LLC, c/o Steven W. Soule, Hall, Estill, et al.,
 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705
 cr +U.S. Specialty Insurance Company, c/o Locke Lord LLP, ATTN: Philip Eisenberg,
 600 Travis Street, Suite 2800, Houston, TX 77002-2914
 cr +WFS Liquids LLC, c/o Steven W. Soule, Hall, Estill, et al., 320 South Boston Avenue,
 Suite 200, Tulsa, OK 74103-3705
 cr +Westerngeco LLC, c/o Andrew A Braun, Geiger Laborde & Laperouse, LLC,
 Suite 4800, 701 Poydras Street, New Orleans, LA 70139, US 70139-7756
 cr +Williams Field Services-Gulf Coast Company LLC, c/o Steven W. Soule, Hall, Estill, et al.,
 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705
 cr +Zurich American Insurance Company, c/o Duane Brescia, 720 Brazos Street, Suite 700,
 Austin, TX 78701-2531

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

cr +E-mail/Text: bnkatty@aldineisd.org Sep 16 2020 22:18:44 Aldine ISD, Legal Department,
 2520 WWThorne Dr., Houston, TX 77073-3406
 cr E-mail/Text: houston_bankruptcy@LGBS.com Sep 16 2020 22:18:12 Cypress-Fairbanks ISD,
 Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064,
 Houston, Tx 77253-3064
 cr E-mail/Text: houston_bankruptcy@LGBS.com Sep 16 2020 22:18:12 Galveston County,
 Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064,
 Houston, TX 77253-3064
 cr E-mail/Text: houston_bankruptcy@LGBS.com Sep 16 2020 22:18:12 Harris County,
 Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, PO Box 3064,
 Houston, TX 77253-3064
 cr +E-mail/Text: bankruptcy@islandoperating.com Sep 16 2020 22:18:36 Island Operating Company Inc., 770 S Post Oak Lane, Suite 400, Houston, TX 77056-6666
 cr E-mail/Text: houston_bankruptcy@LGBS.com Sep 16 2020 22:18:12 Jefferson County,
 Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, P.O. Box 3064,
 Houston, TX 77253-3064
 cr E-mail/Text: houston_bankruptcy@LGBS.com Sep 16 2020 22:18:12 Matagorda County,
 Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, Post Office Box 3064,
 Houston, TX 77253-3064
 cr +E-mail/Text: pwp@pattiprewittlaw.com Sep 16 2020 22:18:03 Plains Gas Solutions,
 c/o Law Ofc Patricia Williams Prewitt, 10953 Vista Lake Ct., Navasota, TX 77868,
 UNITED STATES 77868-6981

TOTAL: 8

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

cr A-Port LLC
 cr Acadian Contractors, Inc
 cr Ad Hoc Group of Secured Lenders
 cr Archrock Partners Operating, LLC and Archrock Serv
 cr CCG Services (U.S.) Inc.
 cr CNOOC Petroleum Offshore U.S.A. Inc.
 cr CTD Legacy LLC
 intp Cantor Fitzgerald Securities, as DIP Agent
 cr Chevron U.S.A. Inc.
 cr Diverse Safety & Scaffolding, LLC
 cr Ecopetrol America LLC
 intp Eni Petroleum US LLC
 intp Eni US Operating Co. Inc.
 cr ExxonMobil Corporation
 intp Facilities Consulting Group, LLC
 cr Florida Gas Transmission Company, LLC
 cr Goldman Sachs Bank USA
 cr Halliburton Energy Services, Inc.
 cr Intracoastal Liquid Mud, Inc., UNITED STATES
 intp Kilgore Marine
 cr Lavaca County
 cr Liberty Mutual Insurance Company
 cr Linear Controls, Inc.

District/off: 0541-4

User: TylerLaws
Form ID: pdf002Page 3 of 3
Total Noticed: 68

Date Rcvd: Sep 16, 2020

***** BYPASSED RECIPIENTS (continued) *****

cr Live Oak CAD
 cr Louisiana Safety Systems, Inc.
 intp Manta Ray Offshore Gathering Company, L.L.C.
 cr Multiklient Invest AS
 intp Nutilus Pipeline Company, L.L.C.
 cr Oceaneering International Inc.
 cr Oil States Energy Services, LLC
 cr Partco, LLC
 cr Philadelphia Indemnity Insurance Company
 cr R360 Environmental Solutions, LLC
 intp RLI Insurance Company
 cr Renaissance Offshore, LLC
 cr Republic Helicopters, Inc.
 cr Ridgewood Energy Corporation
 cr Rio Grande City CISD
 cr Samson Contour Energy E & P, LLC
 cr Samson Offshore Mapleleaf, LLC
 cr Sea Robin Pipeline Company, LLC
 cr Starr County
 cr State of Louisiana, Department of Natural Resource
 cr Stingray Pipeline Company, LLC
 intp Subsea 7 LLC
 cr The Hanover Insurance Company
 crcm The Official Committee of Unsecured Creditors
 cr Travelers Casualty and Surety Company of America
 cr Trunkline Gas Company, LLC
 cr U.S. Department of the Interior
 cr W&T Offshore, Inc.
 cr XL Specialty Insurance Co
 cr XTO Energy, Inc.

TOTALS: 53, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
 USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Sep 18, 2020

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on September 16, 2020 at the address(es) listed below:
 NONE.

TOTAL: 0